

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

)	
IN RE PHARMACEUTICAL INDUSTRY)	
AVERAGE WHOLESALE PRICE)	MDL NO. 1456
LITIGATION)	Civil Action No. 01-12257-PBS
)	
)	Judge Patti B. Saris
THIS DOCUMENT RELATES TO:)	
)	
Counties' Consolidated Complaint)	
)	

DEFENDANTS' MOTION FOR LEAVE TO FILE UNDER SEAL

Defendant Bristol-Meyers Squibb Company (“BMS”), on behalf of itself and all other defendants, moves this Court for leave to file under seal the Defendants’ Request for Extension of Time and Further Relief in Order to Comply with July 8, 2005 Order. BMS has filed this Response and Request under seal because plaintiffs’ counsel have demanded that defendants keep confidential the source of the alleged “market prices,” annexed as Exhibit B to the New York Counties’ Consolidated Complaint. Because defendants necessarily refer to this information in their Response and Request, the document contains information that is subject to the Protective Order entered by this Court on December 13, 2002.

WHEREFORE, defendants respectfully request that this Court grant them leave to file Defendants' Request for Extension of Time and Further Relief in Order to Comply with July 8, 2005 Order under seal.

Dated: Boston, Massachusetts
October 4, 2005

Respectfully Submitted,

By: /s/Thomas E. Dwyer, Jr.
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Attorneys for Defendant Bristol-Myers Squibb
Company on behalf of all defendants in the
Consolidated Complaint

CERTIFICATE OF SERVICE

I, David M. Osborne, hereby certify that on October 4, 2005, I have caused a true and correct copy of the foregoing Defendants' Motion for Leave to File Under Seal to be served on all counsel of record by electronic service, pursuant to Paragraph 11 of the Case Management Order No. 2, by sending a copy to Lexis/Nexis for posting and notification to all parties.

/s/David M. Osborne
David M. Osborne